

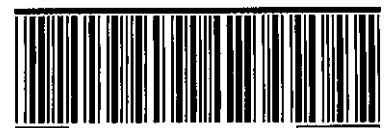
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# Dunedin Ventures Ltd

## Report and Accounts

28 February 1995

ERNST & YOUNG



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COMPANIES HOUSE 14/06/95

COMPANIES HOUSE 25/05/95

DIRECTORS' REPORT

The directors present their report and accounts for the period ended 28 February 1995.

RESULTS

The company has changed its accounting reference date to 28 February 1995 in order to coincide with that of its ultimate parent undertaking. All comparative figures are for the 12 months to 31 January 1994.

The profit and loss account for the year is set out on page 6.

REVIEW OF ACTIVITIES

The company specialises in the management of unquoted investments.

The level of business in the year was satisfactory and the directors expect that the present level of activity will be sustained for the foreseeable future.

DIVIDEND

The directors do not recommend the payment of a dividend in respect of the period ended 28 February 1995.

DIRECTORS

The directors at 28 February 1995, all of whom were directors for the whole of the period then ended, unless otherwise indicated, were:-

Mr S E C Miller (Chairman)  
Mr I H Leslie Melville  
Mr B Finlayson  
Mr J E Jeffrey  
Mr A S Kemp  
Mr R Marshall  
Mr A N Pirie  
Mr C R Thomson

In accordance with the Articles of Association none of the directors retires by rotation.

Mr S E C Miller was appointed Chairman on 5 September 1994. Mr R Marshall was appointed as a director on 11 October 1994. Mr C R Thomson was appointed as a director on 1 December 1994. Mr A N Pirie was appointed as a director on 6 June 1994.

Mr J D Anderson resigned as a director on 18 April 1994. Mr J F X Hettich resigned as a director on 6 June 1994. Mr I H Leslie Melville resigned as Chairman on 5 September 1994.

DIRECTORS' INTERESTS

No director has any direct interest in the share capital of the company or other group companies.

The interests of Mr I H Leslie Melville and Mr A S Kemp in the stock of Bank of Scotland are disclosed in the accounts of DFM Holdings Limited.

The interests of the other directors in the stock of Bank of Scotland are as follows:-

	Ordinary stock	
	28 February 1995	31 January 1994
B Finlayson	32,865	38,408
J E Jeffrey	23,287	10,710

# DIRECTORS' REPORT

## DIRECTORS' INTERESTS

(continued)

Options to subscribe for Ordinary Stock of the Bank of Scotland were granted to or exercised by Directors during the period to 28 February 1995 as follows:-

### Executive Stock Options

	Options held as at 31 January 1994	Options exercised	Options held as at 28 February 1995	Closing weighted average exercise price (p)	Date options exercisable
B Finlayson	7,540	-	7,540	84.33p	1995-1999

### Savings Related Stock Options

	Options held as at 31 January 1994	Options exercised	Options held as at 28 February 1995	Closing weighted average exercise price (p)	Market price at date of exercise	Date options exercisable
B Finlayson	1,095	-	1,095	51.08p	-	1995-1996
J E Jeffrey	15,254	11,813	3,441	76.62p	211.00p	1995-1996

## AUDITORS

A resolution to reappoint Ernst & Young as auditors will be proposed at the Annual General Meeting.

By order of the Board

*Claire F. Morrison*

C Morrison  
Secretary  
Edinburgh

10 April 1995

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS**

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**REPORT OF THE AUDITORS**  
**to the members of Dunedin Ventures Limited**

We have audited the accounts on pages 6 to 10, which have been prepared under the historical cost convention on the basis of the accounting policies set out on pages 8.

**Respective responsibilities of directors and auditors**

As described on page 4 the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

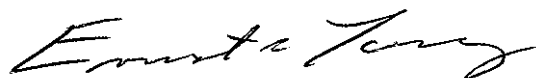
**Basis of opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

**Opinion**

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 28 February 1995 and of the profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



Chartered Accountants  
Registered Auditor  
Edinburgh

*10 April 1995*

# Dunedin Ventures Limited

## PROFIT AND LOSS ACCOUNT for the period ended 28 February 1995

	Notes £	1995 £	1994 £
<b>TURNOVER</b>	1	1,009,188	795,514
Less:			
Administrative expenses		770,155	706,563
<b>OPERATING PROFIT</b>		239,033	88,951
Bank interest receivable		57,509	47,578
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	2	296,542	136,529
Tax on profit on ordinary activities	4	97,860	45,054
		198,682	91,475
<b>RETAINED PROFITS AT 1 FEBRUARY 1994</b>		576,011	484,536
Transfer for the period		198,682	91,475
<b>RETAINED PROFITS AT 28 FEBRUARY 1995</b>		774,693	576,011

All gains and losses arising during the period have been recognised in the profit and loss account and derive from continuing operations of the company.

# Dunedin Ventures Limited

## BALANCE SHEET

at 28 February 1995



	Notes	1995 £	1994 £
<b>FIXED ASSETS</b>			
Unlisted investments		15,075	15,075
<b>CURRENT ASSETS</b>			
Debtors	5	907,932	642,051
<b>CREDITORS: amounts falling due within one year</b>	6	148,214	81,015
<b>NET CURRENT ASSETS</b>		759,718	561,036
		774,793	576,111
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	100	100
Profit and loss account		774,693	576,011
Equity shareholders' funds		774,793	576,111

Approved by the board on 10 April 1995

S E C Miller

Directors

C R Thomson

NOTES TO THE ACCOUNTS

at 28 February 1995

1. ACCOUNTING POLICIES

*Basis of preparation*

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards and statements of recommended practice.

*Taxation*

The charge for taxation takes into account the timing differences in the accounting and taxation treatment of certain items to the extent that they are expected to reverse in the future.

Deferred taxation is provided on the liability method and takes into account recoverable Advance Corporation Tax.

*Turnover*

Turnover represents fee income for investment management services all of which arises in the United Kingdom.

2. PROFIT BEFORE TAXATION

Profit before taxation is stated after charging:-

	1995	1994
	£	£
Management charge payable to group company	765,849	711,818

3. DIRECTORS' REMUNERATION & STAFF COSTS

The emoluments of the directors who are also directors of Dunedin Fund Managers Limited or DFM Holdings Limited are disclosed in the accounts of the relevant company. The emoluments of the other directors were as follows:-

	1995	1994
	£	£
Fees	-	-
Other emoluments (including pension contributions)	173,259	246,630
	173,259	246,630

The emoluments of the Chairman are £27,073 (1994 : £ - ) including pension contributions.

The emoluments of the highest paid director are disclosed in the accounts of DFM Holdings Limited.

The emoluments (excluding pension contributions) of the directors who are not also directors of DFM Holdings Limited or Dunedin Fund Managers Limited, fell within the following ranges:

	1995	1994
	No.	No.
£20,001 - £ 25,000	1	-
£25,000 - £ 30,000	1	-
£30,001 - £ 35,000	1	1
£60,001 - £ 65,000	-	1
£75,001 - £ 80,000	1	1
£95,001 - £100,000	1	-

The emoluments of Mr C R Thomson are disclosed in the accounts of Dunedin Pension Fund Managers Ltd.



# Dunedin Ventures Limited

## NOTES TO THE ACCOUNTS

at 28 February 1995

### 3. DIRECTORS' REMUNERATION & STAFF COSTS (continued)

Staff costs are disclosed in the accounts of Dunedin Fund Managers Limited since all the staff are employees of that company. Dunedin Ventures Limited is charged in the form of a management charge for their share of staff costs.

### 4. TAX ON PROFIT ON ORDINARY ACTIVITIES

	1995	1994
	£	£
United Kingdom corporation tax based on the profit for year at 33% (1994: 33%)	97,860	45,054

### 5. DEBTORS

	1995	1994
	£	£
Due from parent company	771,283	555,009
Trade debtors	27,049	66,875
Prepayments and accrued income	109,600	20,167
	907,932	642,051

### 6. CREDITORS

	1995	1994
	£	£
Trade creditors	4,167	-
Due to ultimate parent company	46,127	35,752
Corporation tax	97,860	45,054
Accruals & deferred income	60	209
	148,214	81,015

### 7. CALLED UP SHARE CAPITAL

	1995	1994
	£	£
<i>Authorised</i>		
100 ordinary shares of £1 each	100	100
	100	100
<i>Allotted, called up and fully paid</i>		
100 ordinary shares of £1 each	100	100
	100	100

NOTES TO THE ACCOUNTS

at 28 February 1995

8. RECONCILIATION OF MOVEMENTS ON SHAREHOLDERS' FUNDS

	1995	1994
	£	£
At 31 January 1994	576,111	484,636
Profit for the period	198,682	91,475
At 28 February 1995	<u>774,793</u>	<u>576,111</u>

9. PARENT UNDERTAKINGS

The ultimate parent undertaking is the Governor and Company of the Bank of Scotland, constituted by Act of the Scots Parliament in 1695. Copies of its Annual Report and Accounts can be obtained from its Head Office at The Mound, Edinburgh.

The parent undertaking in whose accounts the company is first consolidated is DFM Holdings Limited, registered in Scotland. Copies of DFM Holdings Limited's accounts can be obtained from its Head Office, 25 Ravelston Terrace, Edinburgh EH4 3EX.